

**United States Bankruptcy Court
District of Minnesota**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Uptown Drink, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):																					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 33-1109516		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																					
Street Address of Debtor (No. & Street, City, State & Zip Code): 1400 Lagoon Ave Minneapolis, MN		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																					
		ZIPCODE 55408																					
County of Residence or of the Principal Place of Business: Hennepin		County of Residence or of the Principal Place of Business:																					
Mailing Address of Debtor (if different from street address)		Mailing Address of Joint Debtor (if different from street address):																					
		ZIPCODE																					
Location of Principal Assets of Business Debtor (if different from street address above): 1400 Lagoon Ave, Minneapolis, MN																							
ZIPCODE 55408																							
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other																					
		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).																					
		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																					
		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
Filing Fee (Check one box)		Chapter 11 Debtors																					
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																					
Statistical/Administrative Information																							
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																							
THIS SPACE IS FOR COURT USE ONLY																							
Estimated Number of Creditors <table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>Over 100,000</td> </tr> </table>				<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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Estimated Assets <table border="1"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: None	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: None	Case Number:	Date Filed:
District:	Relationship:	Judge:
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		
<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p style="text-align: center;">X _____</p> <p style="text-align: right;">Signature of Attorney for Debtor(s) _____ Date _____</p>		
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>		
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>		
<p style="text-align: center;">Information Regarding the Debtor - Venue</p> <p>(Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>		
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property</p> <p>(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: center;">(Name of landlord or lessor that obtained judgment)</p> <p style="text-align: center;">(Address of landlord or lessor)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>		

Voluntary Petition

(This page must be completed and filed in every case)

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney***X** /s/ Lynn J.D. Wartchow

Signature of Attorney for Debtor(s)

Lynn J.D. Wartchow 0339726
Wartchow Law Office, LLC
5200 Willson Road, Suite 150
Edina, MN 55424-0000
(952) 836-2717 Fax: (952) 836-2730
lynn@wartchowlaw.com

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

October 27, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Mike Whitelaw

Signature of Authorized Individual

Mike Whitelaw

Printed Name of Authorized Individual

Officer

Title of Authorized Individual

October 27, 2011

Date

IN RE:

Uptown Drink, LLC

Debtor(s)

Case No. _____

Chapter **11** _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642			Loan	98,542.84
Bernick, Lifson, Greenstein, Greene Lisz Attn: Sarah Lynn Krans 5500 Wayzata Boulevard, Suite 1200 Minneapolis, MN 55416			Professional services	76,408.07
Plaza I, Inc. 9617 Oak Ridge Trail Minnetonka, MN 55305-4642			Loan	30,000.00
Johnson Brothers 1999 Shepard Road St. Paul, MN 55116-0328			Trade debt	24,090.46
US Foods PO Box 1450 Minneapolis, MN 55485			Trade debt	18,220.21
Steven A. Smith, Attorney for Plaintiffs Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402			Judgment	15,667.00
Nichols Kaster, PLLP 4600 IDS Center, 80 S. 8th Street Minneapolis, MN 55402			Disputed	15,667.00
ASCAP 2675 Paves Ferry Road SE Atlanta, GA 30339			Trade debt	10,225.45
Minneapolis Finance Department 250 S. Fourth St., Room 230 Minneapolis, MN 55415-1328			Utility	6,000.00
Ace Lock & Safe Co., Inc. 410 Washington Ave N. Minneapolis, MN 55401			Services	5,133.03
UPAC PO Box 212516 Kansas City, MO 64121-2516			Trade debt	4,994.05
Directv PO Box 60036 Los Angeles, CA 90060-0036	Focus Receivables Management 1130 North Chase Pkwy, Suite 150 Marietta, GA 30067		Trade debt	4,922.38
Acme Awning 3206 Bloomington Ave. Minneapolis, MN 55407-2219			Trade debt	4,800.00

Trade debt

4,500.00

Loss Control Services

16500 43rd Ave. N.

Plymouth, MN 55446

Jorge Barreto

744 Polk St. NE, #12

Minneapolis, MN 55413

Miguel Pena

414 7th Ave. SE, #B404

Minneapolis, MN 55414

Wells Fargo Bank

PO Box 14517

Des Moines, IA 50306

West Asset Management Inc.

PO Box 790113

St. Louis, MO 63179-0113

Trade debt

3,787.00

J & J Glass and Glazing, Inc.

4967 Farmington Ave. SE

Delano, MN 55328

Trade debt

3,600.00

Airgas North Central

6191 McKinley Street NW

Ramsey, MN 55303

D&S Ltd.

13809 Research Blvd., Suite 800

Austin, TX 78750

Trade debt

3,249.14

Painting Expectation

4433 Chatsworth Street N.

Shoreview, MN 55126

Trade debt

2,525.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: October 27, 2011Signature: /s/ Mike Whitelaw**Mike Whitelaw, Officer**

(Print Name and Title)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Uptown Drink, LLC,

Debtor.

Bky. 11-
Chapter 11 Case

**STATEMENT REGARDING
AUTHORITY TO SIGN AND FILE
PETITION**

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Mike Whitelaw, declare under penalty of perjury that I am an authorized officer of Uptown Drink, LLC, a Minnesota limited liability company and that on October 20, 2011 the following action was duly adopted by the Officers of this company:

"Whereas, it is in the best interest of this company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

NOW, BE IT THEREFORE

RESOLVED, that Mike Whitelaw is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the company; and

FURTHER RESOLVED, that Mike Whitelaw is authorized and directed to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case; and

FURTHER RESOLVED, that Mike Whitelaw is authorized and directed to employ Wartchow Law Office, LLC as its attorney to represent the company in such bankruptcy case."

Executed on: October 26, 2011

By:


Mike Whitelaw, Officer
1400 Lagoon Avenue
Minneapolis, MN 55408